



# 千里眼控股有限公司 TeleEye Holdings Limited

(於開曼群島註冊成立之有限公司)

(Incorporated in the Cayman Islands with limited liability)

(股份代號：8051)

(Stock Code: 8051)

## 二零一五年／二零一六年第一季度業績報告 2015/2016 FIRST QUARTERLY REPORT

香港聯合交易所有限公司(「聯交所」)創業板(「創業板」)之特色

創業板為帶有高投資風險之公司提供上市之市場。尤其在創業板上市之公司毋須有過往利潤記錄，亦毋須預測未來利潤。此外，在創業板上市之公司可因其新興性質及該等公司經營業務之行業或國家而帶有風險。有意投資之人士應了解投資於該等公司之潛在風險，並應經過審慎周詳之考慮後方作出投資決定。創業板之較高風險及其他特色表示創業板較適合專業及其他經驗豐富投資者。

由於創業板上市之公司屬於新興性質，在創業板買賣之證券可能會較於主板買賣之證券承受較大之市場波動風險，同時無法保證在創業板買賣之證券會有高流通量之市場。

聯交所對本報告之內容概不負責，對其準確性或完整性亦不發表任何聲明，並明確表示概不就因本報告全部或任何部份內容而產生或因依賴該等內容而引致之任何損失承擔任何責任。

本報告(千里眼控股有限公司(「本公司」)各董事(「董事」及「各董事」)願共同及個別對此負全責)乃遵照聯交所《創業板證券上市規則》之規定而提供有關本公司之資料。各董事經作出一切合理查詢後，確認就彼等所知及所信：(1)本報告所載資料在各重大方面均屬準確及完整，且無誤導成分；(2)並無遺漏其他事項致使本報告所載任何聲明產生誤導；及(3)本報告內表達之一切意見乃經審慎周詳考慮後方始作出，並以公平合理之基準和假設為依據。

### CHARACTERISTICS OF THE GROWTH ENTERPRISE MARKET (“GEM”) OF THE STOCK EXCHANGE OF HONG KONG LIMITED (THE “STOCK EXCHANGE”)

GEM has been established as a market designed to accommodate companies to which a high investment risk may be attached. In particular, companies may list on GEM with neither a track record of profitability nor any obligation to forecast future profitability. Furthermore, there may be risks arising out of the emerging nature of companies listed on GEM and the business sectors or countries in which the companies operate. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration. The greater risk profile and other characteristics of GEM mean that it is a market more suited to professional and other sophisticated investors.

Given the emerging nature of companies listed on GEM, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board and no assurance is given that there will be a liquid market in the securities traded on GEM.

The Stock Exchange takes no responsibility for the contents of this report, makes no representation as to its accuracy or completeness and expressly disclaims any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this report.

This report, for which the directors (“Directors” and each a “Director”) of TeleEye Holdings Limited (the “Company”) collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on the GEM of the Stock Exchange for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief: (1) the information contained in this report is accurate and complete in all material respects and not misleading; (2) there are no other matters the omission of which would make any statement in this report misleading; and (3) all opinions expressed in this report have been arrived at after due and careful consideration and are founded on bases and assumptions that are fair and reasonable.

## 摘要

- 截至二零一五年九月三十日止三個月，本公司及其附屬公司(統稱「本集團」)錄得營業額約6,552,000港元，較去年同期減少約2,365,000港元。
- 截至二零一五年九月三十日止三個月，本集團錄得本公司擁有人應佔虧損約1,048,000港元，較去年同期減少約54%。董事會(「董事會」)認為，本集團之表現有所改善乃主要由於有效削減成本之措施所致。
- 董事會不擬派付截至二零一五年九月三十日止三個月之中期股息。

## HIGHLIGHTS

- The Company and its subsidiaries (collectively referred to as the “Group”) recorded a turnover of approximately HK\$6,552,000 for the three months ended 30 September 2015, representing a decrease of approximately HK\$2,365,000 when compared with the same period in last year.
- The Group recorded a loss attributable to the owners of the Company of approximately HK\$1,048,000 for the three months ended 30 September 2015, representing a decrease of approximately 54% when compared with the same period in last year. The board (“the Board”) of Directors considers that the improvement in the performance of the Group is mainly attributable to effective cost cutting measures.
- The Board of Directors does not recommend the payment of an interim dividend for the three months ended 30 September 2015.

## 業績

本公司董事會謹此宣佈，本集團截至二零一五年九月三十日止三個月之未經審核綜合業績連同二零一四年同期之未經審核比較數字如下：

## 簡明綜合損益及其他全面收益表

## RESULTS

The Board of the Company hereby announces the unaudited consolidated results of the Group for the three months ended 30 September 2015, together with the comparative unaudited figures for the corresponding period in 2014, as follows:

## CONDENSED CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

		截至九月三十日止三個月	
		Three months ended	
		30 September	
		二零一五年	二零一四年
		2015	2014
		千港元	千港元
附註		HK\$'000	HK\$'000
NOTES		(未經審核)	(未經審核)
		(Unaudited)	(Unaudited)
收入	Revenue	3	6,552
銷售成本	Cost of sales	(3,506)	(5,781)
毛利	Gross profit	3,046	3,136
其他收入	Other income	46	80
銷售及分銷成本	Selling and distribution costs	(938)	(2,432)
行政費用	Administrative expenses	(2,494)	(1,983)
研究及發展支出	Research and development expenditure	(721)	(1,087)
除稅前虧損	Loss before taxation	4	(1,061)
所得稅	Income tax	5	—
本期間虧損	Loss for the period	(1,061)	(2,286)
其他全面支出：	Other comprehensive expense:		
其後可能重新分類至損益之項目：	Items that may be reclassified subsequently to profit or loss:		
因換算境外業務之賬目而產生之匯兌差額	Exchange differences arising on translating foreign operations	(61)	(170)
可供出售投資公平值變動	Change in fair value on available-for-sale investments	—	(378)
本期間其他全面支出	Other comprehensive expense for the period	(61)	(548)
本期間全面支出總額	Total comprehensive expense for the period	(1,122)	(2,834)

簡明綜合損益及其他全面收益表(續)CONDENSED CONSOLIDATED STATEMENT OF  
PROFIT OR LOSS AND OTHER COMPREHENSIVE  
INCOME (CONTINUED)

		截至九月三十日止三個月	
		Three months ended	
		30 September	
		二零一五年	二零一四年
		2015	2014
		千港元	千港元
附註		HK\$'000	HK\$'000
NOTES		(未經審核)	(未經審核)
		(Unaudited)	(Unaudited)
由下列人士應佔本期間虧損：	Loss for the period attributable to:		
本公司擁有人	Owners of the Company	(1,048)	(2,255)
非控股權益	Non-controlling interests	(13)	(31)
		<u>(1,061)</u>	<u>(2,286)</u>
由下列人士應佔本期間全面 (支出)／收益總額：	Total comprehensive (expense)/income for the period attributable to:		
本公司擁有人	Owners of the Company	(1,124)	(2,827)
非控股權益	Non-controlling interests	2	(7)
		<u>(1,122)</u>	<u>(2,834)</u>
			(經重列)
			(Restated)
每股虧損	Loss per share	6	
— 基本	— Basic	<u>0.13 港仙 HK cents</u>	<u>0.33 港仙 HK cents</u>
— 攤薄	— Diluted	<u>0.13 港仙 HK cents</u>	<u>0.33 港仙 HK cents</u>

## 簡明綜合財務資料附註

### 1. 一般事項

本公司在開曼群島註冊成立為有限公司，而其股份於聯交所創業板上市，其最終控股公司為Fast Upgrade Limited (「Fast Upgrade」)，一家於英屬處女群島註冊成立之公司。

### 2. 編製基準

未經審核綜合財務資料乃根據香港普遍採納之會計原則而編製，包括香港會計師公會(「香港會計師公會」)頒佈之香港財務報告準則(「香港財務報告準則」)、香港會計準則及詮釋。此外，未經審核綜合財務資料亦根據聯交所《創業板證券上市規則》第18章之適用披露規定而編製。未經審核綜合財務資料乃根據歷史成本法而編製，惟若干金融工具以公平值計量除外。

於編製未經審核綜合財務資料時採納之主要會計政策與本集團於其截至二零一五年六月三十日止年度之年度財務報表所採納者一致，惟採納香港會計師公會所頒佈且與其營運有關及於二零一五年七月一日開始之會計年度生效之所有新訂及經修訂香港財務報告準則除外。於本中期期間應用該等新訂及經修訂香港財務報告準則對本簡明綜合財務資料所呈報之金額及／或本簡明綜合財務資料所載之披露事項並無構成重大影響。

本集團並無提早應用已頒佈但尚未生效之新訂及經修訂香港財務報告準則。董事預計應用該等新訂及經修訂香港財務報告準則對本集團之業績及財務狀況不會構成重大影響。

### 3. 收入

收入指本期間內對外來客戶已售出貨品之已收及應收款項減退款及津貼之款項。

## NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL INFORMATION

### 1. GENERAL

The Company was incorporated in the Cayman Islands with limited liability and its shares are listed on the GEM of the Stock Exchange. Its ultimate holding company is Fast Upgrade Limited ("Fast Upgrade"), a company incorporated in the British Virgin Islands.

### 2. BASIS OF PREPARATION

The unaudited consolidated financial information have been prepared in accordance with accounting principles generally accepted in Hong Kong, which include Hong Kong Financial Reporting Standards ("HKFRSs"), Hong Kong Accounting Standards and Interpretations issued by the Hong Kong Institute of Certified Public Accountants ("HKICPA"). In addition, the unaudited consolidated financial information have also been prepared in accordance with the applicable disclosure requirements of Chapter 18 of the Rules Governing the Listing of Securities on the GEM of the Stock Exchange. They have been prepared under the historical cost basis except for certain financial instruments, which are measured at fair values.

The principal accounting policies adopted in the preparation of the unaudited consolidated financial information are consistent with those adopted by the Group in its annual financial statements for the year ended 30 June 2015, except for the adoption of all the new and revised HKFRSs issued by the HKICPA that are relevant to its operations and effective for its accounting year beginning on 1 July 2015. The application of these new and revised HKFRSs in the current interim period has had no material effect on the amounts reported in this condensed consolidated financial information and/or disclosures set out in this condensed consolidated financial information.

The Group has not early applied the new and revised HKFRSs that have been issued but are not yet effective. The Directors anticipate that the application of these new and revised HKFRSs will have no material impact on the results and the financial position of the Group.

### 3. REVENUE

Revenue represents the amounts received and receivable for goods sold, less returns and allowances to outside customers during the period.

## 簡明綜合財務資料附註(續)

### 4. 除稅前虧損

除稅前虧損已扣除／(計入)： Loss before taxation has been arrived at after charging/(crediting):

呆壞賬撥備	Allowance for bad and doubtful debts	177	66
呆舊存貨撥備／(撥備撥回) (已列入銷售成本)	Allowance/(reversal of allowance) for obsolete stocks (included in cost of sales)	36	(69)
發展成本資本化之攤銷 (已列入研究及發展支出)	Amortisation of capitalised development costs (included in research and development expenditure)	227	263
物業、廠房及設備之折舊	Depreciation of property, plant and equipment	33	28
上市權益性證券之股息收入	Dividend income from listed equity securities	—	(63)
利息收入	Interest income	(2)	—
匯兌虧損淨額	Net foreign exchange losses	3	18

### 5. 所得稅

香港利得稅以兩個期間之估計應課稅利潤按16.5%計算。由於兩個期間均無應課稅溢利，故並無就香港利得稅計提撥備。

於其他司法權區產生之稅項乃按有關司法權區之適用稅率計算。

## NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL INFORMATION (CONTINUED)

### 4. LOSS BEFORE TAXATION

截至九月三十日止三個月 Three months ended 30 September	
二零一五年 2015 千港元 HK\$'000	二零一四年 2014 千港元 HK\$'000

### 5. INCOME TAX

Hong Kong Profits Tax is calculated at the rate of 16.5% of the estimated assessable profits for both periods. No Hong Kong Profits Tax is provided as there was no assessable profits for both periods.

Taxation arising in other jurisdictions is calculated at the rates prevailing in the relevant jurisdictions.

## 簡明綜合財務資料附註(續)

### 6. 每股虧損

本公司擁有人應佔每股基本及攤薄虧損乃根據以下數據計算：

## NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL INFORMATION (CONTINUED)

### 6. LOSS PER SHARE

The calculation of basic and diluted loss per share attributable to the owners of the Company is based on the following data:

		截至九月三十日止三個月 Three months ended 30 September	
		二零一五年 2015 千港元 HK\$'000	二零一四年 2014 千港元 HK\$'000
虧損	Loss		
用以計算每股基本及攤薄虧損之虧損 (本公司擁有人應佔本期間虧損)	Loss for the purpose of basic and diluted loss per share (Loss for the period attributable to owners of the Company)	<u>(1,048)</u>	<u>(2,255)</u>
		千股 '000	千股 '000 (經重列) (Restated)

		Number of shares	
股份數目	Number of shares		
用於計算每股基本及攤薄虧損之普通股加權平均數	Weighted average number of ordinary shares for the purpose of basic and diluted loss per share	<u>836,921</u>	<u>685,308</u>

由於行使本公司購股權將導致每股虧損減少，故計算截至二零一四年九月三十日止三個月之每股攤薄虧損並無假設行使本公司購股權。

The computation of diluted loss per share for the three months ended 30 September 2014 does not assume the exercise of the Company's share options since their exercise would result in decrease in loss per share.

用於計算每股基本及攤薄虧損之普通股加權平均數已就二零一五年八月進行股份拆細之影響作出調整。

The weighted average number of ordinary shares for the purpose of basic and diluted loss per share has been adjusted for the share subdivision in August 2015.

簡明綜合財務資料附註(續)

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL INFORMATION (CONTINUED)

7. 儲備變動

7. MOVEMENT OF RESERVES

由本公司擁有人應佔

Attributable to owners of the Company

		股本	股份溢價	匯兌儲備	投資重估儲備	購股權儲備	特別儲備	累計虧損	總計	非控股權益	總計
		Share capital	Share premium	Translation reserve	Investment revaluation reserve	Share options reserve	Special reserve	Accumulated losses	Total	Non-controlling interests	Total
		千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
於二零一四年七月一日 (經審核)	At 1 July 2014 (audited)	2,741	26,813	(254)	1,510	985	14,990	(17,025)	29,760	(439)	29,321
本期間虧損	Loss for the period	—	—	—	—	—	—	(2,255)	(2,255)	(31)	(2,286)
本期間其他全面(支出)/ 收益	Other comprehensive (expense)/income for the period										
因換算境外業務之賬目而 產生之匯兌差額	Exchange differences arising on translating foreign operations	—	—	(194)	—	—	—	—	(194)	24	(170)
可供出售投資公平值變動	Change in fair value on available-for-sale investments	—	—	—	(378)	—	—	—	(378)	—	(378)
		—	—	(194)	(378)	—	—	—	(572)	24	(548)
本期間全面支出總額	Total comprehensive expense for the period	—	—	(194)	(378)	—	—	(2,255)	(2,827)	(7)	(2,834)
於二零一四年九月三十日 (未經審核)	At 30 September 2014 (unaudited)	2,741	26,813	(448)	1,132	985	14,990	(19,280)	26,933	(446)	26,487
於二零一五年七月一日 (經審核)	At 1 July 2015 (audited)	3,348	85,917	(624)	—	—	14,990	(24,868)	78,763	(495)	78,268
本期間虧損	Loss for the period	—	—	—	—	—	—	(1,048)	(1,048)	(13)	(1,061)
本期間其他全面(支出)/ 收益	Other comprehensive (expense)/income for the period										
因換算境外業務之賬目而 產生之匯兌差額	Exchange differences arising on translating foreign operations	—	—	(76)	—	—	—	—	(76)	15	(61)
本期間全面(支出)/收益 總額	Total comprehensive (expense)/income for the period	—	—	(76)	—	—	—	(1,048)	(1,124)	2	(1,122)
於二零一五年九月三十日 (未經審核)	At 30 September 2015 (unaudited)	3,348	85,917	(700)	—	—	14,990	(25,916)	77,639	(493)	77,146

## **中期股息**

董事會不擬派付截至二零一五年九月三十日止三個月之中期股息(二零一四年：無)。

## **財務回顧**

截至二零一五年九月三十日止三個月，本集團錄得營業額約6,552,000港元，較去年同期營業額約8,917,000港元減少約2,365,000港元。

截至二零一五年九月三十日止三個月，本集團錄得本公司擁有人應佔虧損約1,048,000港元，較去年同期減少約54%。董事會認為，本集團之表現有所改善乃主要由於有效削減成本之措施所致。

## **業務回顧**

期內，本集團於市場上推出兩款全新高清(「高清」)數碼視像錄影機(「數碼視像錄影機」)，以增加本集團產品之系列。VN系列為支援基於H.264核心之高清網絡(「網絡」)攝像機系列，解像度高達三百萬像素。JN6系列為模擬高清(「模擬高清」)數碼視像錄影機，兼容1080p及720p解像度之模擬高清攝像機。模擬高清視像監控方案之主要好處為顧客可將其傳統模擬閉路電視系統升級至高清視像質素，而毋須更換整套視像網絡之配線，從而於安裝工作上大幅節省成本。

## **業務展望**

鑒於本集團新產品之生產成本能夠相對地降低，故本集團之整體邊際利潤有所改善。

為減低通脹之影響，本公司定期檢討其營運架構，以進一步提升效率及嚴控整體營運開支。

## **INTERIM DIVIDEND**

The Board does not recommend the payment of an interim dividend for the three months ended 30 September 2015 (2014: Nil).

## **FINANCIAL REVIEW**

For the three months ended 30 September 2015, the Group recorded a turnover of approximately HK\$6,552,000, representing a decrease of approximately HK\$2,365,000 when compared with a turnover of approximately HK\$8,917,000 for the same period in last year.

The Group recorded a loss attributable to the owners of the Company of approximately HK\$1,048,000 for the three months ended 30 September 2015 representing a decrease of approximately 54% when compared with the same period in last year. The Board of Directors considers that the improvement in the performance of the Group is mainly attributable to effective cost cutting measures.

## **BUSINESS REVIEW**

During the period, we have continued to strengthen our product range by launching two new ranges of High Definition (“HD”) Digital Video Recorders (“DVRs”) into the marketplace. The VN Series is a range of HD Internet protocol (“IP”) DVRs supporting H.264-based IP cameras with resolution up to 3M pixels. The JN6 Series is a range of analogue HD (“AHD”) DVRs compatible with AHD cameras with both 1080p and 720p resolutions. One key benefit of the AHD video surveillance solutions is that customers can upgrade their conventional analogue CCTV systems to HD video quality without the need for replacing the whole video cable network, which results in significant cost-saving in the installation works.

## **BUSINESS OUTLOOK**

As the production cost of our new products are relatively reduced, our overall profit margin is improved.

In order to reduce the impact of inflation, the Company is periodically reviewing its operation structure to further improve efficiency and tighten the control on overall operating expenses.

## 董事及主要行政人員於股份之權益

於二零一五年九月三十日，根據《證券及期貨條例》（「《證券及期貨條例》」）第352條，或根據《創業板上市規則》第5.46條之規定須通知本公司及聯交所，董事、主要行政人員及彼等之聯繫人士於本公司或其任何相聯法團（見《證券及期貨條例》第十五部之定義）之股份中擁有之權益如下：

### 股份好倉及淡倉：

#### (a) 本公司每股面值0.004港元之普通股

一位董事姓名 Name of a Director	身份 Capacity
陳海寧先生 Mr. Chen Haining	由受控制法團持有(附註1及2) Held by controlled corporation (Note 1 and 2)

#### (b) 於一間附屬公司之權益

一位董事姓名 Name of a Director	身份 Capacity
馬志傑博士 Dr. Ma Chi Kit	非控股權益(附註3) Non-controlling interests (Note 3)

附註：

- (1) 「L」及「S」字母分別代表於股份之好倉及淡倉。
- (2) 此等股份以由Fast Upgrade之名義登記，陳海寧先生全資擁有該公司，故根據證券及期貨條例，陳海寧先生被視為於Fast Upgrade擁有權益之所有股份中擁有權益。
- (3) 馬志傑博士持有TeleEye Europe Limited已發行股本約5%。

## DIRECTORS' AND CHIEF EXECUTIVE'S INTERESTS IN SHARES

At 30 September 2015, the interests of the Directors, Chief Executive and their associates in the shares of the Company or any of its associated corporations (within the meaning of Part XV of the Securities and Future Ordinance ("SFO")) which were required pursuant to Section 352 of the SFO, or which are required pursuant to Rule 5.46 of the GEM Listing Rules, to be notified to the Company and the Stock Exchange, were as follows:

### Long and short positions in shares:

#### (a) Ordinary shares of HK\$0.004 each of the Company

持有已發行 普通股數目 Number of issued ordinary shares held	本公司已發行 股本百分比 Percentage of the issued share capital of the Company
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419,060,100 (L & S)	50.07%
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#### (b) Interest in a subsidiary company

持有已發行 普通股數目 Number of issued ordinary shares held	該附屬公司 已發行股本 百分比 Percentage of the issued share capital of the subsidiary company
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5	5%
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Notes:

- (1) The letter "L" and "S" denotes long position and short position in the shares respectively.
- (2) These shares are registered in the name of Fast Upgrade, which is wholly owned by Mr. Chen Haining who is deemed to be interested in all the shares in which Fast Upgrade is interested by virtue of the SFO.
- (3) The share representing approximately 5% of the issued share capital of TeleEye Europe Limited held by Dr. Ma Chi Kit.

## **董事及主要行政人員於股份之權益(續)**

除上文所披露者及由千里眼科技有限公司之一名董事以信託方式為本集團持有之附屬公司代名人股份外，於二零一五年九月三十日，本公司之董事、主要行政人員或彼等之聯繫人士並無於本公司或其任何相聯法團之任何股份、相關股份或債券中擁有任何權益或淡倉。

## **購買股份或債券之安排**

於截至二零一五年九月三十日止三個月內任何時間，本公司、其控股公司或其任何附屬公司概無參與任何能夠讓本公司各董事可藉著購入本公司或任何其他法人團體之股份或債券而獲得利益之安排，而董事、彼等之配偶或十八歲以下之子女於截至二零一五年九月三十日止三個月內亦無擁有可認購本公司證券之任何權利或已行使任何該等權利。

## **主要股東**

除上文「董事及主要行政人員於股份之權益」一節所披露之權益外，於二零一五年九月三十日，按照本公司根據《證券及期貨條例》第336條而存置之主要股東登記冊所披露，並無任何人士於本公司之已發行股本中擁有任何須予公佈之權益或淡倉。

## **競爭及利益衝突**

董事相信，本公司各董事或管理層股東(見《創業板上市規則》之定義)沒有在與本集團在業務上競爭或可能會與本集團在業務上競爭之業務中擁有任何權益，或任何該等人士與本集團有或可能有任何其他利益衝突。

## **買賣或贖回本公司之上市證券**

於回顧期間內，本公司或其任何附屬公司概無買賣或贖回本公司之任何上市證券。

## **DIRECTORS' AND CHIEF EXECUTIVE'S INTERESTS IN SHARES (CONTINUED)**

Save as disclosed above, and other than a nominee share in a subsidiary held by a director of Signal Communications Limited in trust for the Group, at 30 September 2015, none of the Directors, the Chief Executive of the Company nor their associates had any interests or short positions in any shares, underlying shares or debentures of the Company or any of its associated corporations.

## **ARRANGEMENTS TO PURCHASE SHARES OR DEBENTURES**

At no time during the three months ended 30 September 2015 was the Company, its holding company or any of its subsidiaries a party to any arrangements to enable the Directors of the Company to acquire benefits by means of the acquisition of shares in, or debentures of, the Company or any other body corporate and none of the Directors, their spouses or children under the age of eighteen, had any rights to subscribe for securities of the Company; or had exercised any such rights during the three months ended 30 September 2015.

## **SUBSTANTIAL SHAREHOLDERS**

Other than the interests disclosed in the section headed "Directors' and Chief Executive's Interests in Shares", the register of substantial shareholders maintained by the Company pursuant to Section 336 of the SFO discloses no person as having a notifiable interest or short position in the issued share capital of the Company as at 30 September 2015.

## **COMPETITION AND CONFLICT OF INTERESTS**

The Directors believe that none of the Directors nor the management shareholders of the Company (as defined in the GEM Listing Rules) had an interest in a business, which competes or may compete with the business of the Group or any other conflicts of interests which any such person has or may have with the Group.

## **PURCHASE, SALE OR REDEMPTION OF THE COMPANY'S LISTED SECURITIES**

During the period under review, neither the Company nor any of its subsidiaries purchased, sold or redeemed any of the Company's listed securities.

## **有關董事進行證券交易之行為守則**

截至二零一五年九月三十日止三個月內，本公司已採納一套有關董事進行證券交易之行為守則，條款不遜於《創業板上市規則》第5.48條至第5.67條所載之規定交易標準。在向全體董事作出特定查詢後，全體董事已確認，彼等已遵照規定交易標準及本公司所採納有關董事進行證券交易之行為守則。

## **審核委員會**

審核委員會由三位成員組成，包括三位獨立(「獨立」)非執行董事鄭健民先生(審核委員會主席)、陸志成先生及丘志明先生。

審核委員會之主要職責為審閱本公司之年報及財務報表、季度報告及半年度報告，並就該等報告向董事會提供建議及意見。審核委員會亦將負責檢討及監察本集團之財務申報及內部監控程序。

審核委員會已審閱本報告之初稿，並已就此提供建議及意見。

## **薪酬委員會**

薪酬委員會由三位成員組成，包括三位獨立非執行董事陸志成先生(薪酬委員會主席)、丘志明先生及鄭健民先生。

薪酬委員會之主要職責為就本公司有關董事及高級管理人員之全體薪酬政策及架構，及就制訂此等薪酬政策設立正規而具透明度之程序，擬定及向董事會提出建議。

## **CODE OF CONDUCT REGARDING SECURITIES TRANSACTIONS BY DIRECTORS**

During the three months ended 30 September 2015, the Company has adopted a code of conduct regarding securities transactions by Directors on terms no less exacting than the required standard of dealings set out in Rules 5.48 to 5.67 of the GEM Listing Rules. Having made specific enquiry of all Directors, all Directors confirmed they have complied with the required standard of dealings and the code of conduct regarding securities transactions by Directors adopted by the Company.

## **AUDIT COMMITTEE**

The audit committee has three members comprising three independent (“Independent”) Non-Executive Directors, namely, Mr. Chang Kin Man (Chairman of the audit committee), Mr. Luk Chi Shing and Mr. Yau Chi Ming.

The primary duties of the audit committee are to review the Company’s annual report and financial statements, quarterly reports and half-yearly report and to provide advice and comment thereon to the Board. The audit committee will also be responsible for reviewing and supervising the financial reporting and internal control procedures of the Group.

The audit committee has reviewed the draft of this report and has provided advice and comments thereon.

## **REMUNERATION COMMITTEE**

The remuneration committee has three members comprising three Independent Non-Executive Directors, namely, Mr. Luk Chi Shing (Chairman of the remuneration committee), Mr. Yau Chi Ming and Mr. Chang Kin Man.

The primary duties of the remuneration committee are to formulate and make recommendations to the Board on the Company’s policy and structure for all the remuneration of the Directors and senior management and on the establishment of a formal and transparent procedures for developing policy on such remuneration.

## 提名委員會

提名委員會由三位成員組成，包括兩位獨立非執行董事陸志成先生及丘志明先生及一位執行董事陳海寧先生(提名委員會主席)。

提名委員會之主要職責為甄選及提名出任董事之人選及就提名政策向董事會提出建議。

承董事會命  
主席兼行政總裁  
陳海寧先生

香港，二零一五年十一月十三日

於本報告日期，本公司執行董事為陳海寧先生(本公司主席)及馬志傑博士；本公司獨立非執行董事為陸志成先生、丘志明先生及鄭健民先生。

## NOMINATION COMMITTEE

The nomination committee has three members comprising two Independent Non-Executive Directors, namely, Mr. Luk Chi Shing and Mr. Yau Chi Ming and one Executive Director, namely, Mr. Chen Haining (Chairman of the nomination committee).

The primary duties of the nomination committee are to select and nominate individuals for directorship as well as making recommendations to the Board on nomination policy.

By order of the Board  
**Mr. Chen Haining**  
*Chairman and Chief Executive Officer*

Hong Kong, 13 November 2015

*As at the date hereof, the Executive Directors of the Company are Mr. Chen Haining (Chairman of the Company) and Dr. Ma Chi Kit; and the Independent Non-Executive Directors of the Company are Mr. Luk Chi Shing, Mr. Yau Chi Ming and Mr. Chang Kin Man.*